

<b>FORM B1</b>		<b>United States Bankruptcy Court</b>		<b>Voluntary Petition</b>																	
<b>Eastern District of Virginia</b>																					
Name of Debtor (if individual, enter Last, First, Middle): <b>US Airways, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):																		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <b>USAir, Inc., MetroJet, USAir Shuttle, Shuttle, Inc., US Airways Fuel Corp., US Airways Investment Mgmt. Co., Inc., USAM Corp., USLM Corp., US Airways Leasing and Sales, Inc., MidAtlantic Airways, Inc., Potomac Air, Inc., Paradise Island Airlines, Inc., US Airways Svcs. Corp., MidAtlantic Airways</b>			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																		
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): <b>53-0218143</b>			Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):																		
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>2345 Crystal Drive Arlington, VA 22227</b>			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																		
County of Residence or of the Principal Place of Business: <b>Arlington</b>			County of Residence or of the Principal Place of Business:																		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):																		
Location of Principal Assets of Business Debtor (if different from street address above):																					
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																					
<b>Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																					
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____ <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank			<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																		
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																		
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																					
<b>Statistical/Administrative Information</b> (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																					
<b>Estimated Number of Creditors</b> <table style="width: 100%; text-align: center;"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>						1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				
1-15	16-49	50-99	100-199	200-999	1000-over																
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																
<b>Estimated Assets</b> <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>						\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>														
<b>Estimated Debts</b> <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>						\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>														
THIS SPACE IS FOR COURT USE ONLY																					

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

FORM B1, Page 2

**US Airways, Inc.****Prior Bankruptcy Case Filed Within Last 6 Years** (If more than one, attach additional sheet)

Location

Where Filed: **Eastern District of Virginia**

Case Number:

**02-83985**

Date Filed:

**8/11/02****Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

**See Annex A**

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Debtor

**X**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

**X**

Signature of Attorney for Debtor(s)

Date

**Exhibit C**

Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No**Signature of Attorney****Signature of Attorney****X /s/ Brian P. Leitch****X /s/ Lawrence E. Rifken**

Signature of Attorney for Debtor(s)

Signature of Attorney for Debtor(s)

**Brian P. Leitch  
Daniel M. Lewis  
Michael J. Canning****Lawrence E. Rifken (VSB No. 29037)  
Douglas M. Foley (VSB No. 34364)**

Printed Name of Attorney for Debtor(s)

Printed Name of Attorney for Debtor(s)

**Arnold & Porter LLP  
555 Twelfth Street, NW  
Washington, DC 20004-1206  
202-942-5000****McGuireWoods LLP  
1750 Tysons Blvd.  
Suite 1800  
McLean, VA 22102-4215  
703-712-5000**

Firm Name/Address/Telephone Number

Firm Name/Address/Telephone Number

September 12, 2004

September 12, 2004

Date

Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X****/s/ Bruce R. Lakefield**

Signature of Authorized Individual

**Bruce R. Lakefield**

Printed Name of Authorized Individual

**Authorized Signatory, US Airways, Inc.**

Title of Authorized Individual

**September 12, 2004**

Date

**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number (Required by 11 U.S.C. § 110(c).)

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

**X**

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**Annex A - Affiliate Debtors**

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division:

1. US Airways, Inc.
2. US Airways Group, Inc.
3. PSA Airlines, Inc.
4. Piedmont Airlines, Inc.
5. Material Services Company, Inc.

United States Bankruptcy Court  
Eastern District of Virginia  
Alexandria Division

In re

US Airways, Inc.,

Debtor.

Case No. \_\_\_\_\_

Chapter 11

**Exhibit A to Voluntary Petition**

1. The Debtor's common stock is registered under Section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8442.
2. The following unaudited financial data is the latest available information and refers to the Debtor's condition as of the date indicated in the corresponding footnote.
  - a. Total assets \$8,606,323,000.00
  - b. Total debts (including debts listed in 2.c., below) \$8,600,458,000.00
  - c. Debt securities held by more than 500 holders 0
  - d. Number of shares of preferred stock 0 Authorized  
0 Allocated
  - e. Number of shares of common stock 1000 Authorized  
1000 Allocated
3. Brief description of the Debtor's business: The Debtor's primary business activity is the operation of a major network air carrier
4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the Debtor: Please see Attachment 1 attached hereto.

Please note: All of the financial information provided herein is derived from the Debtor's unaudited financial books and records and, therefore, no certification as to its accuracy is being made.

**Attachment 1 to  
Exhibit A to Voluntary Petition for US Airways, Inc.**

US Airways Group, Inc.

Address: 2345 Crystal Drive  
Arlington, VA 2227

\\FIN\214456

**In The United States Bankruptcy Court  
For the Eastern District of Virginia  
Alexandria Division**

In re US Airways, Inc. Case No. 04-  
Debtor Chapter 11

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. (1)

Name of creditor and complete mailing address, including zip code	Telephone number and facsimile number for creditor	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
<b>GE Capital Corporation</b> (2)  C/O GE Capital Aviation Services: Attn: Contracts Lender 201 High Ridge Road Stanford, CT 06927	Phone: (203) 357-4901  Fax: (203) 357-4585	Debt		\$149,754,160
<b>GE Engine Services, Inc.</b> (2)  Attn: General Manager - Sales 1 Neumann Way MD F112 Cincinnati, Ohio 45215	Phone: (513) 552-4296  Fax: (513) 243-4959	Debt and Accounts Payable		\$129,448,218
<b>Electronic Data Systems Corporation</b>  5400 Legacy Drive H1-3F-43 Plano, Texas 75024	Phone: (972) 605-1888  Fax: (972) 797-5640	Accounts Payable		\$16,411,439
<b>Sabre, Inc.</b>  Attn: President & CEO 3150 Sabre Drive, MD 8311 Southlake, TX 76092	Phone: (682) 605-6000  Fax: (682) 605-6500	Accounts Payable		\$6,539,579

(1) US Airways, Inc. will file its schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth herein. Additionally, US Airways, Inc. reserves the right to identify any of the largest unsecured claims in its Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

(2) The amounts owing to various General Electric entities from US Airways entities are cross-collateralized and may be undersecured.

In re US Airways, Inc.  
Debtor

Case No. 04-  
Chapter 11

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, Including zip code	Telephone number and facsimile number for creditor	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate If claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
<b>Worldspan</b>  Airline Sales and Marketing  300 Galleria Parkway, NW Suite 400 Atlanta, GA 30339	Phone: (770) 563-6484  Fax: (770) 563-7020	Accounts Payable		\$4,111,644
<b>Philadelphia International Airport</b>  Terminal E Philadelphia, PA 19153	Phone: (215) 937-6760  Fax: (215) 937-6759	Accounts Payable		\$4,061,362
<b>Amadeus USA</b>  9250 NW 36 <sup>th</sup> Street Ac53 Miami, FL 33178	Phone: (305) 499-6000  Fax: (349) 158-21413	Accounts Payable		\$3,306,715
<b>Rolls Royce, Inc.</b>  P. O. Box 31 Derby, DE24 8BJ UNITED KINGDOM	Phone: 44 0 1332 240 457  Fax: 44 0 332 240 303	Accounts Payable		\$2,994,369
<b>Charlotte Douglas International Airport</b>  P.O. Box 19066 Charlotte, NC 28219	Phone: (704) 359-4006  Fax: (704) 359-4030	Accounts Payable		\$2,832,686
<b>Galileo – Cedant Corporation</b>  9700 West Higgins Road Rosemont, IL 60018	Phone: (973) 496-6010  Fax: (973) 496-0729	Accounts Payable		\$2,686,783
<b>LSG Skychefs</b>  P.O. Box 7247-6009 Philadelphia, PA 19170-6009	Phone: (215) 365-5005  Fax: (215) 365-5422	Accounts Payable		\$2,616,713
<b>Transportation Security Administration</b>  614 Frelinghuysen Avenue Newark, NJ 07114	Phone: (571) 227-1089  Fax: (571) 227-2904	Accounts Payable		\$2,224,081

In re US Airways, Inc.  
Debtor

Case No. 04-  
Chapter 11

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS  
(Continuation Sheet)**

Name of creditor and complete mailing address, Including zip code	Telephone number and facsimile number for creditor	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
<b>Eurocontrol (Belgium)</b>  Rue de la Fusee 96 Bruxelles B1130 BELGIUM	Phone: 32 (0) 2-729 38 65  Fax: 32 (0) 2-729 90 94	Accounts Payable		\$1,726,315
<b>The Port Authority of NY &amp; NJ</b>  LaGuardia Airport Flushing, NY 11371	Phone: (718) 533-3401  Fax: (718) 533-3421	Accounts Payable		\$1,542,333
<b>American Express</b>  Attn: Stephen Selwood 3 World Financial Center 200 Vessey Street Maildrop 01-42-04 New York, NY 10285	Phone: (212) 640-1976  Fax: (212) 640-0101	Accounts Payable		\$1,300,000
<b>Allegheny County Airport</b>  Attn: Director of Aviation County of Allegheny Pittsburgh International Airport Landslide Terminal Suite 4000 P.O. Box 12370 Pittsburgh, PA 15231	Phone: (412) 472-3510  Fax: (412) 472-3505	Accounts Payable		\$1,143,644
<b>Massachusetts Port Authority</b>  P.O. Box 5853 Boston, MA 02206	Phone: (617) 973-5546  Fax: (617) 973-5591	Accounts Payable		\$972,685
<b>Gate Gourmet Amsterdam BV</b>  P.O. Box 7528 Schiphol East 0 1117 ZG NETHERLANDS	Phone: 31-206019251  Fax: 31-206015607	Accounts Payable		\$867,321
<b>The Boeing Company, Commercial Aircraft Division</b>  P. O. Box 3707 MS 6X UI Seattle, WA 98124	Phone: (206) 237-4755  Fax: (206) 237-3830	Accounts Payable		\$828,706



In re US Airways, Inc.  
Debtor

Case No. 04-  
Chapter 11

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS  
(Continuation Sheet)**

Name of creditor and complete mailing address, Including zip code	Telephone number and facsimile number for creditor	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
<b>Primeflight Aviation Services, Inc.</b>  7135 Charlotte Park Nashville, TN 37209	Phone: (615) 301-0572  Fax: (615) 301-1258	Accounts Payable		\$826,922
<b>Navitaire Inc.</b>  901 Marquette Ave Suite 600 Minneapolis, MN 55402-3210	Phone: (612) 317-7000  Fax: (612) 317-7575	Accounts Payable		\$797,874
<b>NAAS</b>  111 W. Sunrise Hwy Freeport, NY 11520	Phone: (516) 868-8000  Fax: (516) 771-6862	Accounts Payable		\$796,000
<b>McCann Relationship (MRM)</b>  Attn Laurie Broederick 622 Third Avenue New York, NY 10017	Phone: (212) 984-2709  Fax: (646) 565-6286	Accounts Payable		\$700,000
<b>Metropolitan Washington Airports Authority</b>  Washington National Airport Washington, DC 20001	Phone: (703) 417-8709  Fax: (703) 417-8002	Accounts Payable		\$695,748
<b>Air General</b>  One Intercontinental Way Peabody, MA 01968	Phone: (978) 535-1304  Fax: (978) 535-9585	Accounts Payable		\$600,000
<b>Huntleigh USA Corporation</b>  1704 Paysphere Circle Chicago, IL 60674	Phone: (702) 261-5107  Fax: (314) 997-0401	Accounts Payable		\$524,239

In re US Airways, Inc.  
Debtor

Case No. 04-  
Chapter 11

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS  
(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code	Telephone number and facsimile number for creditor	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
<b>Fleet Business Credit</b>  As agent for Loan Participants C/O Vedder Price Kaufman Attn Eric S. Prezant, Esq. 222 N. LaSalle St, Suite 2600 Chicago, IL 60601-1003	Phone: (312) 609-7500 Fax: (312) 609-5005	Administrative Claim From Previous Bankruptcy Case		\$487,000
<b>Coca Cola USA</b>  P.O. Box 75890 Charlotte, NC 28275	Phone: (800) 638-1985 Fax: (404) 253-4521	Accounts Payable		\$363,050
<b>Honeywell International Inc.</b>  101 Columbia Road Morristown, NJ 07962	Phone: (973) 455-2000 Fax: (973) 455-4807	Accounts Payable		\$326,697
<b>Hamilton Sundstrand</b>  Hamilton Sundstrand Headquarter One Hamilton Road Windsor Lock, Connecticut 06096-1010	Phone: (860) 654-6000 Fax: (973) 455-4807	Accounts Payable		\$318,023

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, an Authorized Signatory of US Airways, Inc., declare under penalty of perjury that I have read the foregoing List of Creditors Holding 30 Largest Unsecured Claims and that it is true and correct to the best of my knowledge, information and belief.

Date September 12, 2004

Signature /s/ Bruce R. Lakefield  
Authorized Signatory, US Airways, Inc.

*Penalty for making a false statement or concealing properly: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court**  
**Eastern District of Virginia**

In re US Airways, Inc.,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**DECLARATION OF DIVISIONAL VENUE**

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

**Alexandria Division**

**Cities:**

- ☐ Alexandria-510
- ☐ Fairfax-600
- ☐ Falls Church-610
- ☐ Manassas-683
- ☐ Manassas Park-685

**Counties:**

- ☒ Arlington-013
- ☐ Fairfax-059
- ☐ Fauquier-061
- ☐ Loudoun-107
- ☐ Prince William-153
- ☐ Stafford-179

**Richmond Division**

**Cities:**

- ☐ Richmond (city)-760
- ☐ Colonial Heights-570
- ☐ Emporia-595
- ☐ Fredericksburg-630
- ☐ Hopewell-670
- ☐ Petersburg-730

**Counties:**

- ☐ Amelia-007
- ☐ Brunswick-025
- ☐ Caroline-033
- ☐ Charles City-036
- ☐ Chesterfield-041
- ☐ Dinwiddie-053
- ☐ Essex-057
- ☐ Goochland-075
- ☐ Greensville-081
- ☐ Hanover-085
- ☐ Henrico-087
- ☐ King and Queen-097
- ☐ King George-099
- ☐ King William-101
- ☐ Lancaster-103
- ☐ Lunenburg-111
- ☐ Mecklenburg-117
- ☐ Middlesex-119
- ☐ New Kent-127
- ☐ Northumberland-133
- ☐ Nottoway-135
- ☐ Powhatan-145
- ☐ Prince Edward-147
- ☐ Prince George-149
- ☐ Richmond (county)-159
- ☐ Spotsylvania-177
- ☐ Surry-181
- ☐ Sussex-183
- ☐ Westmoreland-193

**Norfolk Division**

**Cities:**

- ☐ Norfolk-710
- ☐ Cape Charles-535
- ☐ Chesapeake-550
- ☐ Franklin-620
- ☐ Portsmouth-740
- ☐ Suffolk-800
- ☐ Virginia Beach-810

**Counties:**

- ☐ Accomack-001
- ☐ Isle of Wight-093
- ☐ Northampton-131
- ☐ Southampton-175

**Newport News Division**

**Cities:**

- ☐ Newport News-700
- ☐ Hampton-650
- ☐ Poquoson-735
- ☐ Williamsburg-830

**Counties:**

- ☐ Gloucester-073
- ☐ James City-095
- ☐ Mathews-115
- ☐ York-199

**Date:** September 12, 2004

/s/ Lawrence E. Rifken

**Signature of Attorney**  
**Lawrence E. Rifken**

☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this Division.

**SECRETARY'S CERTIFICATE**

I, ELIZABETH K. LANIER, Secretary of US Airways Group, Inc., a Delaware corporation (the "Corporation"), DO HEREBY CERTIFY that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") of the Corporation, the parent and sole stockholder of each of the Corporation's subsidiary corporations listed below (the "Subsidiary Corporations"), at a meeting held on September 12, 2004, at which meeting a quorum of the Board was present and validly acting throughout (the "Resolutions"). The Resolutions are in full force and effect as of the date hereof.

**Subsidiary Corporations**

**US Airways, Inc.**

**PSA Airlines, Inc.**

**Piedmont Airlines, Inc.**

**Material Services Company, Inc.**

I have hereunto set my hand this 12th day of September, 2004.

/s/ Elizabeth K. Lanier

Elizabeth K. Lanier

**RESOLUTIONS ADOPTED BY US AIRWAYS GROUP, INC., AS THE  
THE SOLE STOCKHOLDER OF US AIRWAYS, INC.**

The following resolutions were duly adopted by the Board of Directors (the "Board") of US Airways Group, Inc. (the "Sole Stockholder"), at a special meeting of the Board duly held by telephonic conference on September 12, 2004, at which all of the Sole Stockholder's directors who were present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

**WHEREAS**, the Board of the Sole Stockholder, the parent company and sole stockholder of US Airways, Inc. (the "Corporation") has determined that it is desirable and in the best interests of the Sole Stockholder, its creditors, stockholders, and other interested parties that the Sole Stockholder file a petition under the provisions of chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") seeking the bankruptcy protections and relief provided therein; and

**WHEREAS**, the Board has also determined that it is in the best interests of the Corporation, its creditors, and other interested parties that the Corporation also file a petition under the provisions of the Bankruptcy Code seeking the bankruptcy protections and relief provided therein (the "Bankruptcy");

**NOW, THEREFORE, IT IS HEREBY RESOLVED** that Bruce R. Lakefield, David M. Davis, and Elizabeth K. Lanier or any other person or persons so designated by the Board (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each of them hereby is, authorized and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause such petition to be filed in the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division (the "Bankruptcy Court"), in such form and at such time as the Authorized Signatory executing said petition on behalf of the Corporation shall determine;

**FURTHER RESOLVED** that the Authorized Signatories or any one of them be, and each of them hereby is, authorized to (i) take, or cause to be taken, any and all action, (ii) execute and file, or cause to be executed and filed, any and all documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and (iii) employ and retain all assistance by legal counsel, accountants, and other professionals, as in its judgment shall be necessary, appropriate, or advisable in connection with the Bankruptcy;

**FURTHER RESOLVED** that the law firm of Arnold & Porter LLP be, and hereby is, employed and retained as co-counsel to the Corporation in the Bankruptcy;

**FURTHER RESOLVED** that the law firm of McGuireWoods LLP be, and hereby is, employed and retained as co-counsel to the Corporation in the Bankruptcy;

**FURTHER RESOLVED** that the law firm of O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel to the Corporation in the Bankruptcy;

**FURTHER RESOLVED** that Seabury Transportation Advisors LLC and Seabury Securities LLC be, and hereby are, employed and retained as the financial advisors and consultants to the Corporation in the Bankruptcy;

**FURTHER RESOLVED** that FTI Consulting, Inc., be, and hereby is, employed and retained as the restructuring advisor to the Corporation in the Bankruptcy;

**FURTHER RESOLVED** that KPMG LLP be, and hereby is, employed and retained as the auditor and tax advisor to the Corporation in the Bankruptcy;

**FURTHER RESOLVED** that Donlin, Recano & Company, Inc., be, and hereby is, employed and retained as the claims and noticing agent for the Corporation in the Bankruptcy;

**FURTHER RESOLVED** that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Corporation;

**FURTHER RESOLVED** that, in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to (i) take, or cause to be taken, any and all further action, (ii) execute and deliver, or cause to be executed and delivered, any and all further agreements, consents, resolutions, certificates, documents, and other papers, and (iii) incur all further fees and expenses, as in their judgment shall be necessary, appropriate, or advisable to effectuate fully the purpose and intent of any and all of the foregoing resolutions; and

**FURTHER RESOLVED**, that any and all actions taken by the Authorized Signatories or other officers of the Corporation prior to the date first set forth above with respect to any of the matters contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Corporation.

\\FIN\209509